

RECORDATION NO. 17674-A
FILED

DEC 18 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 18, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and/or Road Number, dated as of December 18, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement previously filed with the Board under Recordation Number 17674.

The name and address of the party to the enclosed document are:

Railroad: Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179

Anne K. Quinlan, Esquire
December 18, 2008
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A description of the railroad equipment covered by the enclosed document is:

Locomotives formerly within the series UP 6269 - UP 6312 have been remarked within the series UP 2364 – UP 2467 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Statement of Change in Reporting Marks and/or Road Number.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

December 18, 2008

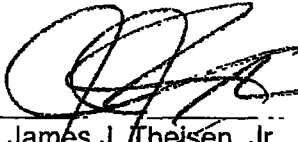
Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Statement of Change in Reporting Marks and/or Road Numbers,
Union Pacific Equipment Trust Series C (Equipment Trust
Agreement dated as of January 15, 1992), STB Recordation File
Number 17674

Dear Ms. Quinlan:

Please be advised that the reporting marks and/or road numbers of the locomotives identified in the attached schedule have been, or will be, changed as set forth therein.

UNION PACIFIC RAILROAD COMPANY

By: 
James J. Theisen, Jr.
Assistant General Counsel

Attachment

STATE OF NEBRASKA

COUNTY OF DOUGLAS

)
) ss:
)

On this 18th day of December, 2008, before me, a Notary Public in and for said County and State, personally appeared James J. Theisen, Jr., who being by me duly sworn, says that he is the Assistant General Counsel of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed, on behalf of said corporation and he acknowledged that the execution of said instrument was the free act and deed of the corporation.

IN WITNESS WHEREOF, I have unto set my hand and official seal on the date above mentioned.



Maureen Fong Hinners
NOTARY PUBLIC

SEAL

Union Pacific Equipment Trust Series C
Equipment Trust Agreement dated as of January 15, 1992
Previous STB Recordation File Number: 17674

Equipment Description: General Motors EMD SD-60 diesel electric locomotives

Original Initial	Original Number	Current Initial	Current Number
UP	6269	UP	2424
UP	6270	UP	2416
UP	6271	UP	2426
UP	6272	UP	2427
UP	6273	UP	2438
UP	6274	UP	2429
UP	6275	UP	2430
UP	6276	UP	2431
UP	6277	UP	2432
UP	6278	UP	2434
UP	6279	UP	2433
UP	6280	UP	2435
UP	6281	UP	2436
UP	6282	UP	2437
UP	6283	UP	2428
UP	6284	UP	2439
UP	6285	UP	2440
UP	6286	UP	2441
UP	6287	UP	2442
UP	6288	UP	2443
UP	6289	UP	2444
UP	6290	UP	2445
UP	6291	UP	2446
UP	6292	UP	2447
UP	6294	UP	2449
UP	6295	UP	2450
UP	6296	UP	2452
UP	6297	UP	2451
UP	6298	UP	2453
UP	6299	UP	2454
UP	6300	UP	2364
UP	6301	UP	2456
UP	6302	UP	2457
UP	6303	UP	2458
UP	6304	UP	2459
UP	6305	UP	2460
UP	6306	UP	2461
UP	6307	UP	2462
UP	6308	UP	2463
UP	6309	UP	2464
UP	6310	UP	2465
UP	6311	UP	2466
UP	6312	UP	2467

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/18/08



Robert W. Alvord